

BEFORE THE TENNESSEE REGULATORY AUTHORITY  
NASHVILLE, TENNESSEE

In re

SHOW CAUSE PROCEEDING  
AGAINST TALK.COM, INC.

DOCKET NO.  
01-00216

STATE OF Pennsylvania  
COUNTY OF Bucks §  
§

AFFIDAVIT OF  
JENNIFER HOLCOMBE THISTLE, TALK AMERICA INC.

Jennifer Holcombe Thistle, being duly sworn according to law, hereby deposes and says:

1. I am the Regulatory Manager at Talk America Inc. ("Talk America") and, as such, have personal knowledge of the facts stated herein.

2. Talk America is a Delaware corporation, located at 6805 Route 202, New Hope, Pennsylvania 18938. On April 9, 2001, Talk America Holding Corp. which conducted business under the name, Talk.com, changed its name to Talk America Inc. Outside of Tennessee, Talk America does business under the name "Talk America" in all states except Indiana and Texas where the name change request is pending final approval.<sup>1</sup>

3. Talk America is an integrated communications provider offering local, long distance and dial-up Internet telecommunications services to residential and small business

<sup>1</sup> On May 7, 2001, Talk America filed a request for name change to the Tennessee Regulatory Authority. On June 12, 2001, the Directors voted to defer a ruling on Talk America's request to change its name and the TRA issued an order deferring such on October 12, 2001. See *Order Deferring a Ruling on Talk America Holding Corp's Notice of Name Change* Docket No. 01-00410. To date, Tennessee is the only state that has not taken any action regarding the request for name change.

customers across the United States, including Tennessee, and delivers value in the form of savings, simplicity and quality service based on the efficiency of its low-cost, nationwide network and the effectiveness of its systems that interface electronically with the Bell Operating Companies. Talk America has a track record of over twelve (12) years as a telecommunications carrier.

4. I joined Talk America in August, 1997. My current responsibilities include responding to regulatory complaints, including verbal complaints received from state commissions, customers, and the FCC, and investigation of complaints that are the subject of inquiries. Prior to working in the regulatory department, I worked in Talk America's customer service department for nine months and in the provisioning department for one and a half years. If called and sworn as a witness, I could and would testify competently to the statements made in this affidavit and issues pertaining thereto.

5. In August, 2000, one of the subsidiaries of Talk America Inc merged with The Other Phone Company d/b/a Access One Communications Inc. ("Access One"). As a result of that merger, Talk America took control over the operations and business of Access One.

6. Talk America and Access One maintain separate databases for customer records. Access One's customer database contains, for current and former customers of Access One, each customer's: (1) name; (2) address; (3) phone number; (4) payment information; (5) timed usage for local calls; (6) notes to the files relating to that customer; (7) data used to create invoices for that customer's account; and (8) other information. Access One's customer databases (identified as "One Bill" files) and entries thereto are maintained in the ordinary course of business.

7. Talk America maintains a database for current and former customers of Talk America that includes each customer's: (1) name; (2) address; (3) phone number; (4) credit card

or similar payment information; (5) call detail information (i.e., a list of each phone number (including unlisted phone numbers) called, the date of the call, the duration of the call, and the cost for that call); (6) correspondence between the customer and Talk America; (7) notes to the files relating to that customer; (8) data used to create invoices for the customer's account; (9) authorization information; (10) information about the provision of service; (11) e-mail information; and (11) other information. Talk America's customer databases (identified as "Optis" files) and entries thereto are maintained in the ordinary course of business.

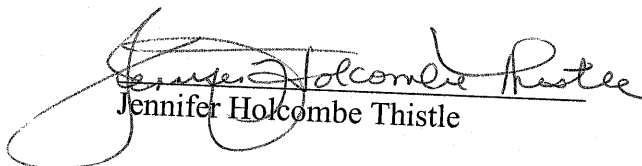
8. Talk America has an Optis file and/or a One bill file for each of the complaints that are subject of the Tennessee Regulatory Authority ("TRA") Show Cause action in the above captioned proceeding. True and correct printouts from Optis and One Bill files can be found at Exhibit A, Tabs 1-34, attached to Talk.com's Response to the Show Cause Order.

9. All of Talk America's departments, including but not limited to customer service, provisioning, billing, and regulatory, are required to follow strict departmental guidelines to ensure use that all appropriate information is entered into Optis and One Bill files. By way of example, customer service has an in-depth detailed employee manual that is kept on Talk America's intranet and updated daily. Customer service representatives use the online manual during intake calls to solve customer service issues. Talk America's regulatory department uses an employee manual ("Regulatory Manual") that is attached hereto as Attachment A. The Regulatory Manual includes detailed descriptions of the regulatory department processes and programs including, but not limited to: (a) complaint process (including with regard to slamming and cramming), (b) third party intellectual property (which included a detailed description of the FCC slamming rules and requirements included therein); (c) department structure; (d) resolution guidelines; (e) miscellaneous regulated information (which included disconnection rules by state);

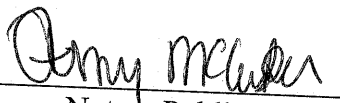
(f) Optis guideline and instructions; (g) One Bill guidelines; (h) LENS guideline; and (i) BellSouth tariffs.

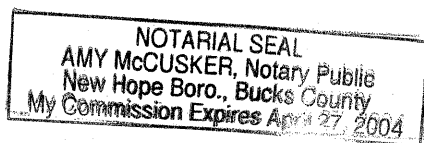
10. In preparation of the Response of Talk.com to the Show Cause Order, I reviewed the Optis and One Bill files pertaining to the complaints to the Show Cause, as well as records from other data bases and programs used by Talk America, Access One, and Bell South in the ordinary course of business including, but not limited to, LENS (Bell South's online data base of order status) and SOTS (a Bell South program that provides customer service records, including cancellation information).

11. I assisted the Talk America's Associate General Counsel and Executive Director of Regulatory Affairs, Francie McComb, in the preparation certain materials in support of the above-mentioned Response.

  
Jennifer Holcombe Thistle

Sworn to and subscribed  
before me this 18<sup>th</sup> day  
of February, 2002

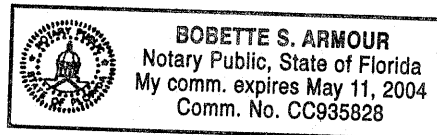
  
Notary Public



  
Jeffrey Earhart

Sworn to and subscribed  
before me this 18 day  
of February, 2002

  
Notary Public



Recall -  
Just another  
original signature  
page - Erin

